

UNITED STATES BANKRUPTCY COURT

Southern DISTRICT OF New York

In re: Celsius Network LLC

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Case No. 22-10964

Debtor(s)

Lead Case No. 22-10964

Jointly Administered

Post-confirmation Report

Chapter 11

Quarter Ending Date: 09/30/2024

Petition Date: 07/13/2022

Plan Confirmed Date: 11/09/2023

Plan Effective Date: 01/31/2024

This Post-confirmation Report relates to: Reorganized Debtor

Other Authorized Party or Entity: Post-Effective Date Debtors

Name of Authorized Party or Entity

/s/ Joshua A. Sussberg

Signature of Responsible Party

10/21/2024

Date

Joshua A. Sussberg, P.C.

Printed Name of Responsible Party

601 Lexington Avenue, New York, New York 10022

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Part 1: Summary of Post-confirmation Transfers

	Current Quarter	Total Since Effective Date
a. Total cash disbursements	\$16,666,998	\$326,674,278
b. Non-cash securities transferred	\$17,595,360	\$653,032,140
c. Other non-cash property transferred	\$168,710,406	\$2,570,302,824
d. Total transferred (a+b+c)	\$202,972,764	\$3,550,009,241

Part 2: Preconfirmation Professional Fees and Expenses

a.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (bankruptcy) incurred by or on behalf of the debtor		Aggregate Total			
	Itemized Breakdown by Firm					
i	Firm Name	Role				
i	KE Andrews	Other	\$0	\$75,000	\$75,000	\$75,000
ii	Latham & Watkins	Special Counsel	\$0	\$10,506,738	\$0	\$10,506,738
iii	Akin Gump Strauss Hauer & Feld	Co-Counsel	\$0	\$16,096,198	\$1,151,525	\$16,096,198
iv	A.M. Saccullo Legal, LLC	Other	\$0	\$209,496	\$145,652	\$209,496
v	Alvarez & Marsal	Financial Professional	\$0	\$24,793,360	\$1,382,019	\$24,793,360
vi	Sontchi, LLC	Other	\$0	\$72,772	\$0	\$70,672
vii	Stout	Other	\$0	\$1,251,266	\$74,392	\$1,251,266
viii	Stretto	Other	\$0	\$12,264,908	\$0	\$12,195,118
ix	Centerview Partners	Financial Professional	\$0	\$24,353,872	\$0	\$24,353,872
x	RSM US LLP	Other	\$0	\$1,279,378	\$0	\$0
xi	Kirkland & Ellis	Lead Counsel	\$0	\$74,303,029	\$2,799,798	\$73,540,633
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Debtor's Name Celsius Network LLC

Case No. 22-10964

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Debtor's Name Celsius Network LLC

Case No. 22-10964

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b.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (nonbankruptcy) incurred by or on behalf of the debtor	Aggregate Total	\$0	\$8,898,939	\$944,415	\$8,651,760
<i>Itemized Breakdown by Firm</i>						
i	Firm Name	Role				
i	Jackson Lewis P.C.	Other	\$0	\$20,562	\$0	\$20,562
ii	Andersen LLP	Other	\$0	\$227,721	\$0	\$227,721
iii	FTI Consulting Technology LL	Other	\$0	\$1,716,875	\$0	\$1,716,875
iv	McMillan LLP	Other	\$0	\$622	\$0	\$622
v	Ernst & Young LLP	Other	\$0	\$6,659,189	\$944,415	\$6,412,009
vi	Middlebrooks Shapiro, P.C.	Other	\$0	\$19,295	\$0	\$19,295

Debtor's Name Celsius Network LLC

Case No. 22-10964

vii	Taylor Wessing LLP	Other	\$0	\$190,757	\$0	\$190,757
viii	McCarthy Tetrault LLP	Other	\$0	\$57,842	\$0	\$57,842
ix	Conyers Dill & Pearman	Other	\$0	\$6,077	\$0	\$6,077
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Debtor's Name Celsius Network LLC

Case No. 22-10964

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Debtor's Name Celsius Network LLC

Case No. 22-10964

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c.	All professional fees and expenses (debtor & committees)		\$0	\$270,508,300	\$16,248,322	\$258,198,621	

	Total Anticipated Payments Under Plan	Paid	Current Quarter	Paid	Cumulative	Allowed	Claims	% Paid of Allowed Claims
a. Administrative claims	\$0		\$0		\$0		\$0	0%
b. Secured claims	\$0		\$0		\$0		\$0	0%
c. Priority claims	\$0		\$0		\$0		\$0	0%
d. General unsecured claims	\$0		\$168,710,406		\$2,570,302,824		\$0	0%
e. Equity interests	\$0		\$17,595,360		\$653,032,140			

a. Is this a final report?

Yes No

If yes, give date Final Decree was entered:

If no, give date when the application for Final Decree is anticipated: _____ Refer to PCR global notes

b. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930?

Yes No

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information and provision of this information is mandatory. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6) and to otherwise evaluate whether a reorganized chapter 11 debtor is performing as anticipated under a confirmed plan.

Disclosure of this information may be to a bankruptcy trustee when the information is needed to perform the trustee's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case, or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Post-confirmation Report and its attachments, if any, are true and correct and that I have been authorized to sign this report.

/s/ Christopher Ferraro

Signature of Responsible Party

Plan Administrator

Title

Christopher Ferraro

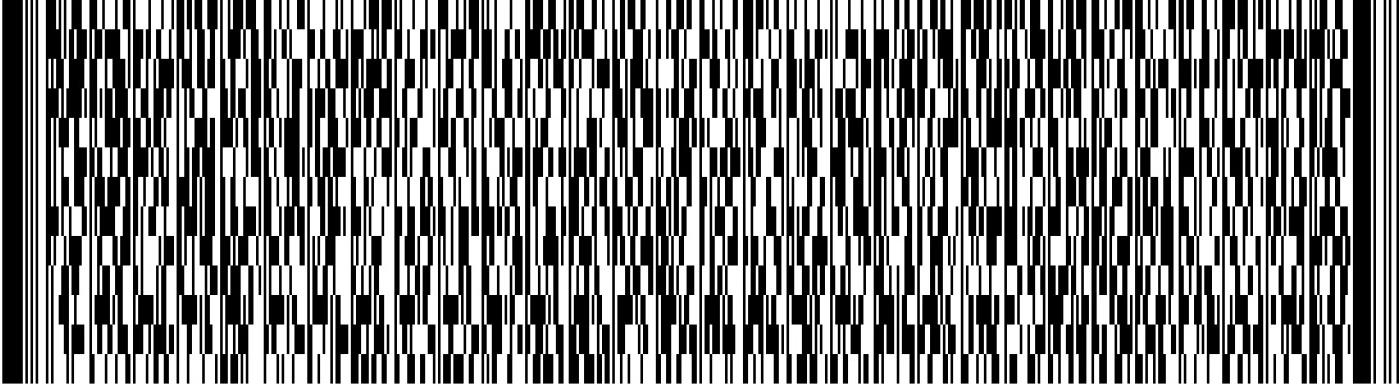
Printed Name of Responsible Party

10/21/2024

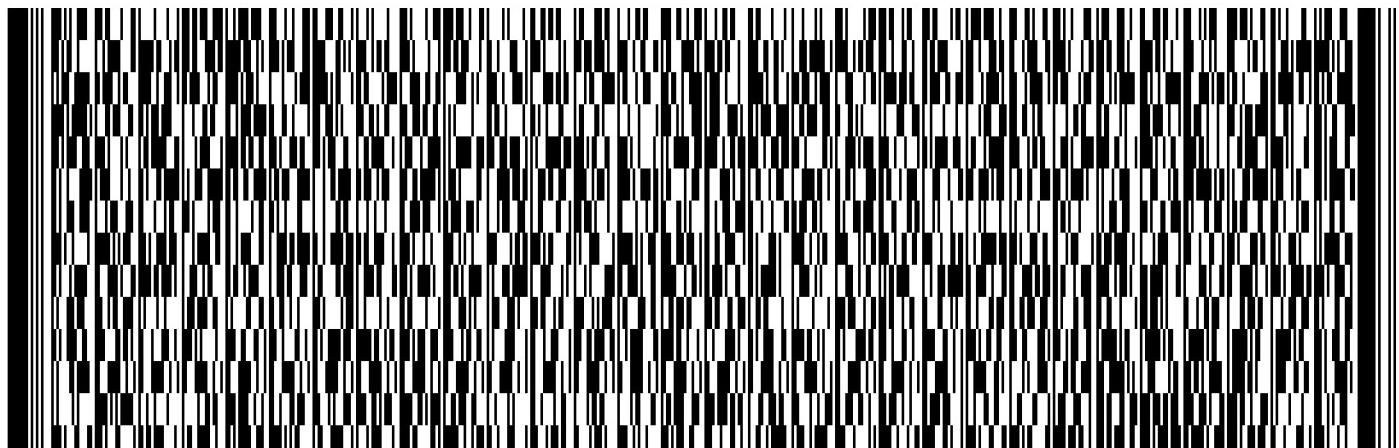
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Debtor's Name Celsius Network LLC

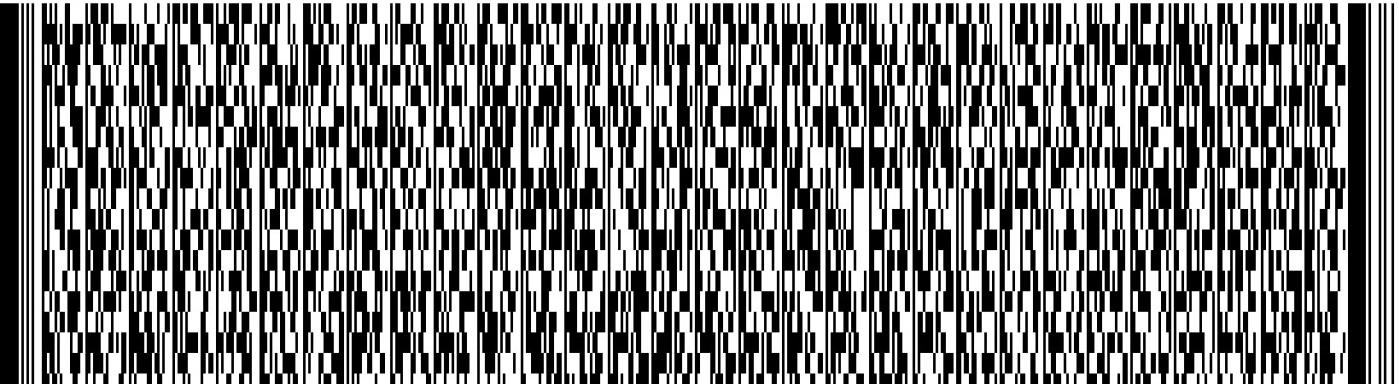
Case No. 22-10964

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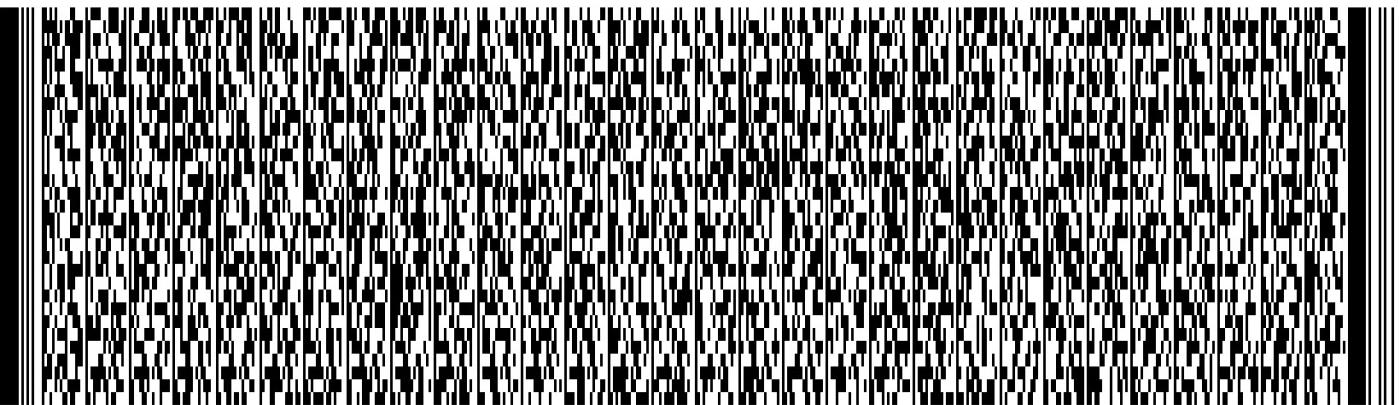
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Other Page 1

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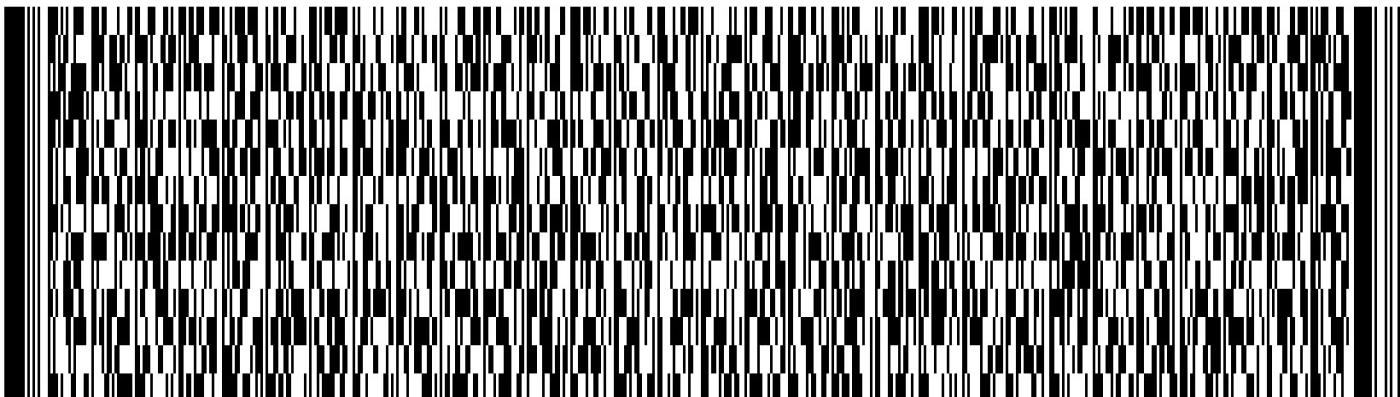
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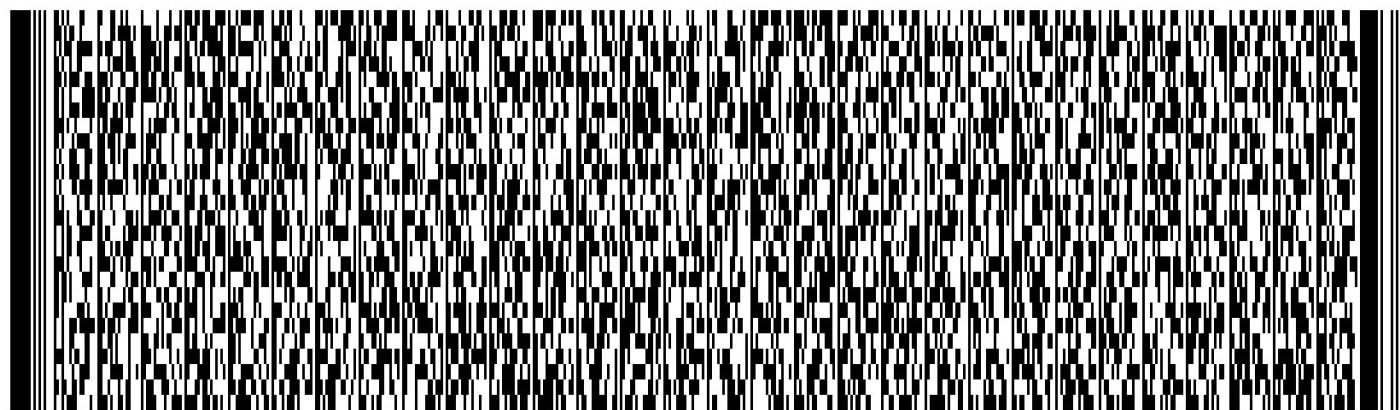
Bankruptcy Table 1-50

Debtor's Name Celsius Network LLC

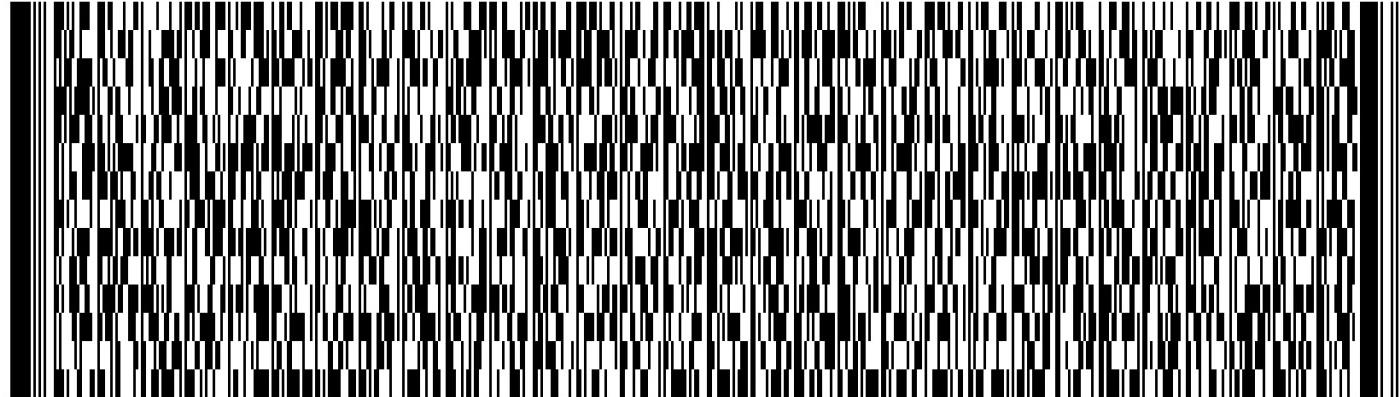
Case No. 22-10964



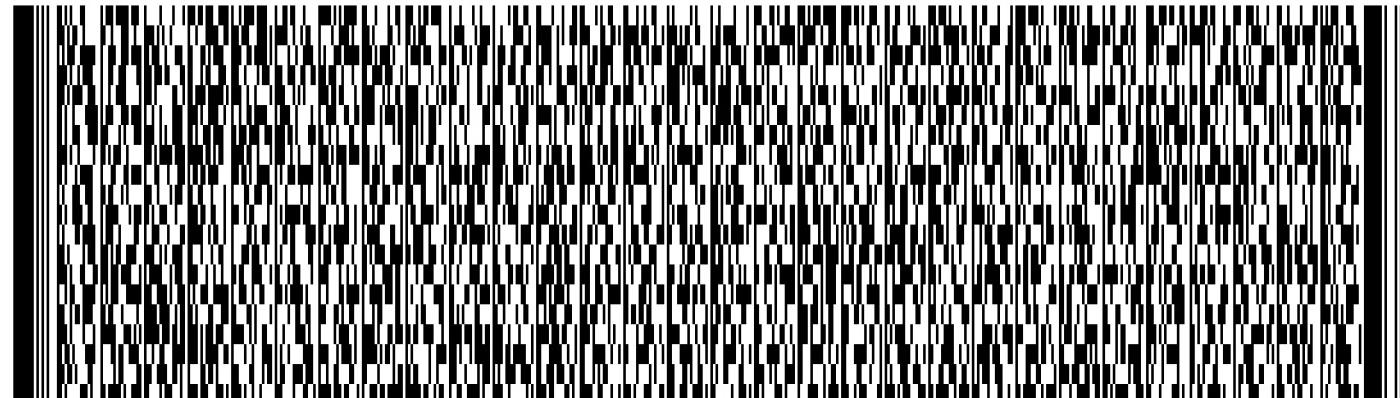
Bankruptcy Table 51-100



Non-Bankruptcy Table 1-50



Non-Bankruptcy Table 51-100



Part 3, Part 4, Last Page

Celsius Network LLC, et al.**Case Number: 22-10964 (MG)****Reporting Period: Q3 FY24 (July – September)**

Notes to the Post-Confirmation Report

Notes to the PCR:

On November 9, 2023, the Bankruptcy Court entered the *Order Confirming the Modified Joint Chapter 11 Plan of Celsius Network LLC and Its Debtor Affiliates* [Docket No. 3972], pursuant to which the Bankruptcy Court approved and confirmed the *Modified Chapter 11 Plan of Reorganization of Celsius Network LLC and Its Debtor Affiliates* (as may be further modified, amended, or supplemented from time to time the "Plan").¹ The Effective Date of the Plan occurred on January 31, 2024 [Docket No. 4298].

The Post-Confirmation Report is unaudited and does not purport to represent financial statements prepared in accordance with GAAP nor is it intended to fully reconcile the consolidated financial statements prepared by the Post-Effective Date Debtors. Information contained in the Post-Confirmation Report has been derived from the Post-Effective Date Debtors' books and records as of September 30, 2024. The Post-Effective Date Debtors have prepared this quarterly report, which covers the period from July 1, 2024 through September 30, 2024, utilizing the best information presently available to them, which has been collected, maintained, and prepared in accordance with their reporting practices during their Chapter 11 Cases. The results of operations and financial position contained herein are not necessarily indicative of results that may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of the Post-Effective Date Debtors in the future.

The Post-Effective Date Debtors reserve all rights to amend or supplement this Post-Confirmation Report in all respects, as may be necessary or appropriate. Nothing contained in this Post-Confirmation Report shall constitute a waiver of any of the Post-Effective Date Debtors' rights or an admission with respect to their Chapter 11 Cases.

Notes to PCR Part 1:

Total Cash Disbursements include Cash disbursements originating from the bank account of the relevant entity. Non-Cash securities transferred represent equity distributions of MiningCo Common Stock made to Holders of Claims and is denominated in USD at a share price of \$20. Other non-Cash property transferred represents BTC and ETH distributed to creditors and is denominated in USD based on January 16, 2024 coin prices. Part 1.c may include fiat amounts transferred during the relevant period as reflected in Part 3.

Notes to PCR Part 2:

Since Q2 2024, the approved cumulative amount of Professional Fee Claims has decreased with respect to certain professionals. This is due to adjustments agreed with the fee examiner after the Q2 2024 PCR period. See *Fee Examiner's Summary Report on Fourth Interim and Final Fee Applications Scheduled for Uncontested Hearing on May 7, 2024* [Docket No. 4835]; *Fee Examiner's Addendum to Summary Report on Fourth Interim and Final Fee Applications Scheduled for Uncontested Hearing on June 27, 2024* [Docket No. 4970]; *Memorandum Opinion Adopting Recommendations of the Fee Examiner on the Fourth Interim and Final Fee Applications* [Docket No. 5394].

¹ Capitalized terms not defined herein have the meanings ascribed to them in the Plan. On December 27, 2023, the Bankruptcy Court entered the *Order (I) Approving the Implementation of the MiningCo Transaction and (II) Granting Related Relief* [Docket No. 4172]. The *Modified Joint Chapter 11 Plan of Reorganization of Celsius Network LLC and Its Debtors Affiliates (Conformed for MiningCo Transaction)* is available at Docket No. 4289.

Celsius Network LLC, et al.**Case Number: 22-10964 (MG)****Reporting Period: Q3 FY24 (July – September)****Notes to PCR Part 3:**

The Post-Confirmation Report outlines distributions to various Holders of Claims, such as Administrative Claims, Secured Claims, Priority Claims, and General Unsecured Claims. Pursuant to the Plan, the initial distribution of assets to Holders of Account Holder Claims commenced on January 31, 2024. However, due to the ongoing reconciliation process for certain claim classes, the Post-Effective Date Debtors cannot accurately predict the total payments or Allowed Claims under the Plan. This uncertainty stems from the volatile nature of asset prices and the challenge in forecasting future prices, which directly affect the proceeds available for distribution. Consequently, "\$0" has been entered in certain columns of Part 3 where such information remains unknown, undetermined, or otherwise not applicable.

Notes to PCR Part 4:

This Post-Confirmation Report does not constitute a final report and any date of application for a final decree is currently unknown.